

Evolut Health Overview

September 2019



Safe Harbor Statement

Certain statements in this presentation and in other written or oral statements made by us or on our behalf are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 (“PSLRA”). A forward-looking statement is a statement that is not a historical fact and, without limitation, includes any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain words like: “believe,” “anticipate,” “expect,” “estimate,” “aim,” “predict,” “potential,” “continue,” “plan,” “project,” “will,” “should,” “shall,” “may,” “might” and other words or phrases with similar meaning in connection with a discussion of future operating or financial performance. In particular, these include statements relating to future actions, trends in our businesses, prospective services, future performance or financial results and the outcome of contingencies, such as legal proceedings. We claim the protection afforded by the safe harbor for forward-looking statements provided by the PSLRA.

These statements are only predictions based on our current expectations and projections about future events. Forward-looking statements involve risks and uncertainties that may cause actual results, level of activity, performance or achievements to differ materially from the results contained in the forward-looking statements. Risks and uncertainties that may cause actual results to vary materially, include, among others: the outcome of a potential transaction involving Passport, and Passport’s results in the RFP process; the significant portion of revenue we derive from our largest partners, and the potential loss, termination or renegotiation of customer contracts; uncertainty relating to expected future revenues from and our relationship with our largest customer, Passport, including as a result of ongoing litigation pertaining to rate adjustments and Passport’s ability to remain solvent, which among other things could result in significantly reduced fees or a significant customer loss in 2019; the structural change in the market for health care in the United States; uncertainty in the health care regulatory framework, including the potential impact of policy changes; uncertainty in the public exchange market; the uncertain impact of CMS waivers to Medicaid rules and changes in membership and rates; the uncertain impact the results of elections may have on health care laws and regulations; our ability to effectively manage our growth and maintain an efficient cost structure; our ability to offer new and innovative products and services; risks related to completed and future acquisitions, investments, alliances and joint ventures, including the pending partnership with GlobalHealth, the acquisition of assets from New Mexico Health Connections (“NMHC”), and the acquisitions of Valence Health Inc., excluding Cicerone Health Solutions, Inc. (“Valence Health”), Aldera Holdings, Inc. (“Aldera”) and NCIS Holdings, Inc. (“New Century Health”), which may be difficult to integrate, divert management resources, or result in unanticipated costs or dilute our stockholders; our ability to consummate opportunities in our pipeline; certain risks and uncertainties associated with the acquisition of assets from NMHC and the acquisitions of Valence Health, Aldera and New Century Health, including future revenues may be less than expected, the timing and extent of new lives expected to come onto the platform may not occur as expected and the expected results of Evolent may not be impacted as anticipated; risks relating to our ability to maintain profitability for our and New Century Health’s performance-based contracts and products, including capitation and risk-bearing contracts; the growth and success of our partners, which is difficult to predict and is subject to factors outside of our control, including enrollment numbers for our partners’ plans (including in Florida), premium pricing reductions, selection bias in at-risk membership and the ability to control and, if necessary, reduce health care costs, particularly in New Mexico; our ability to attract new partners and successfully capture new growth opportunities; the increasing number of risk-sharing arrangements we enter into with our partners; our ability to recover the significant upfront costs in our partner relationships; our ability to estimate the size of our target markets; our ability to maintain and enhance our reputation and brand recognition; consolidation in the health care industry; competition which could limit our ability to maintain or expand market share within our industry; risks related to governmental payer audits and actions, including whistleblower claims; our ability to partner with providers due to exclusivity provisions in our contracts; restrictions and penalties as a result of privacy and data protection laws; adequate protection of our intellectual property, including trademarks; any alleged infringement, misappropriation or violation of third-party proprietary rights; our use of “open source” software; our ability to protect the confidentiality of our trade secrets, know-how and other proprietary information; our reliance on third parties and licensed technologies; our ability to use, disclose, de-identify or license data and to integrate third-party technologies; data loss or corruption due to failures or errors in our systems and service disruptions at our data centers; online security risks and breaches or failures of our security measures, including with respect to privacy of health information; our reliance on Internet infrastructure, bandwidth providers, data center providers, other third parties and our own systems for providing services to our users; our reliance on third-party vendors to host and maintain our technology platform; our ability to contain health care costs, implement increases in premium rates on a timely basis, maintain adequate reserves for policy benefits or maintain cost effective provider agreements; the risk of a significant reduction in the enrollment in our health plan; our ability to accurately underwrite performance-based risk-bearing contracts; risks related to our offshore operations; our dependency on our key personnel, and our ability to attract, hire, integrate and retain key personnel; the risk of potential future goodwill impairment on our results of operations; our indebtedness and our ability to obtain additional financing; our ability to achieve profitability in the future; the requirements of being a public company; our adjusted results may not be representative of our future performance; the risk of potential future litigation; the impact of changes in accounting principles and guidance on our reported results; our holding company structure and dependence on distributions from Evolent Health LLC; our obligations to make payments to certain of our pre-IPO investors for certain tax benefits we may claim in the future; our ability to utilize benefits under the tax receivables agreement described herein; our ability to realize all or a portion of the tax benefits that we currently expect to result from past and future exchanges of Class B common units of Evolent Health LLC for our Class A common stock, and to utilize certain tax attributes of Evolent Health Holdings and an affiliate of TPG Global, LLC; distributions that Evolent Health LLC will be required to make to us and to the other members of Evolent Health LLC; our obligations to make payments under the tax receivables agreement that may be accelerated or may exceed the tax benefits we realize; different interests among our pre-IPO investors, or between us and our pre-IPO investors; the terms of agreements between us and certain of our pre-IPO investors; the conditional conversion feature of the 2025 Notes, which, if triggered, could require us to settle the 2025 Notes in cash; the impact of the accounting method for convertible debt securities that may be settled in cash; the potential volatility of our Class A common stock price; the potential decline of our Class A common stock price if a substantial number of shares are sold or become available for sale or if a large number of Class B common units are exchanged for shares of Class A common stock; provisions in our second amended and restated certificate of incorporation and second amended and restated by-laws and provisions of Delaware law that discourage or prevent strategic transactions, including a takeover of us; the ability of certain of our investors to compete with us without restrictions; provisions in our second amended and restated certificate of incorporation which could limit our stockholders’ ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees; our intention not to pay cash dividends on our Class A common stock; our ability to maintain effective internal control over financial reporting; our expectations regarding the additional management attention and costs that will be required as we have transitioned from an “emerging growth company” to a “large accelerated filer”; and our lack of public company operating experience.

Safe Harbor Statement (continued)

The risks included here are not exhaustive. Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Our Annual Report on Form 10-K for the year ended December 31, 2018, our Quarterly Reports on Form 10-Q and other documents filed with the SEC include additional factors that could affect our business and financial performance. Moreover, we operate in a rapidly changing and competitive environment. New risk factors emerge from time to time, and it is not possible for management to predict all such risk factors. Further, it is not possible to assess the effect of all risk factors on our businesses or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. In addition, we disclaim any obligation to update any forward-looking statements to reflect events or circumstances that occur after the date of this presentation.

This presentation is for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to purchase any securities of any nature whatsoever, and it may not be relied upon in connection with the purchase of securities. The contents of this presentation do not constitute legal, tax or business advice. Anyone reading this presentation should seek advice based on their particular circumstances from independent legal, tax and business advisors.

Presenters



Frank Williams
Chief Executive Officer
and Co-Founder
Evolut Health



Nicky McGrane
Executive Vice President,
Corporate Performance
Evolut Health



John Johnson
Chief Financial Officer,
Evolut Health

Recent Highlights and National Network Update

Entered Pacific Northwest market through partnership with **Premera Blue Cross**

Entered California market through partnership with **River City Medical Group** and **Torrance Health IPA**

Developed **25 new clinical programs**, deployed 4 major updates to **IdentifiSM** and 3 major **updates to health plan** platforms

Acquired **New Century Health**, a market leader in specialty care management

Launched **True Health Joint Venture** as a vehicle for Medicare Advantage market

Partnered with **SOMOS IPA** to accelerate value-based care in New York City

Partnered with **Lee Health, Baptist Health Care** and **Nicklaus Children's Health System** to catalyze provider-led Medicaid in Florida*

Partnered with **Empower Healthcare Solutions** to serve Medicaid beneficiaries in Arkansas

*Florida's Agency for Health Care Administration (AHCA) awarded a contract to Lee, Baptist and Nicklaus Children's to provide physical and behavioral health care services through Florida's Statewide Medicaid Managed Care (SMMC) Program. Evolent's partnership agreements are commensurate with the term of the AHCA contract awards and are comprised of an implementation component and a per member per month fee based on plan enrollment. Evolent also owns a minority stake in Lighthouse and Miami Children's Health Plans as part of this arrangement.

Clinical and Administrative Platforms Deployed in Large Markets

KEY MARKETS	PLATFORM	CUSTOMERS	ESTIMATED ADDRESSABLE MARKET ¹		
CORE SERVICES	<i>Health Plan Services</i>	<ul style="list-style-type: none"> ✓ Clinical ✓ Admin 	<ul style="list-style-type: none"> ✓ Provider-oriented Health Plans (e.g., CountyCare) ✓ Over 200 targets with in excess of 100MM lives 	\$20B+	} Attractive Margin Profiles
	<i>Population Health</i>	<ul style="list-style-type: none"> ✓ Clinical 	<ul style="list-style-type: none"> ✓ ACOs, provider groups in risk arrangements, health plans (e.g., Deaconess) ✓ Over 800 ACOs today 	\$40B+	
	<i>Specialty Management</i>	<ul style="list-style-type: none"> ✓ Clinical 	<ul style="list-style-type: none"> ✓ Health plans, provider groups in risk arrangements ✓ Over 15MM MA HMO lives 	\$8B+	
Health Plan Operations	<ul style="list-style-type: none"> ✓ Clinical ✓ Admin 	<ul style="list-style-type: none"> ✓ Co-ownership in provider-oriented Health Plans 		Asset Value	

¹ Estimated market sized based on internal assessment